

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANTS:

Clyborne Capital, L.L.C. (successor in
Interest to Ronald A. Clyborne
(herein "Clyborne"), and Reserve Coal
Properties (herein "Reserve")

VIRGINIA GAS AND
BOARD

DOCKET NO.
99-1117-0701-01

RELIEF SOUGHT:

Issuance of an Amended Supplemental
Order Amending Prior Orders Affecting
Drilling Unit N-46 located in the Oakwood
Coalbed Methane Gas Field I, Buchanan
County, VA (herein "Subject Drilling Unit")
to Provide:
(1) for the Calculation of Those Funds
Unit Operator Deposited into the Escrow
Account for VGOB Tracts 4 and 5 of
Subject Drilling Unit;
(2) a Royalty Accounting;
(3) Disbursement to Clyborne and Reserve
in Accordance with their Royalty Agreement)
Those Funds Deposited by the Unit Operator
Into Subject Drilling Unit's Escrow Account)
For VGOB Tracts 4 and 5;
and
(4) Authorization to Close the Escrow
Account and for the Unit Operator to Make
Direct Payment of Royalties for VGOB
Tracts 4 and 5

ENTERED

REPORT OF THE BOARD

FINDINGS AND ORDER

1. **Hearing Date and Place:** This matter came on for final hearing before the Virginia Gas and Oil Board (herein "Board") at 9:00 a.m. on September 18, 2001 at the Southwest Virginia Higher Education Center on the campus of Virginia Highlands Community College, Abingdon, VA.
2. **Appearances:** Mark Swartz, Esq. of the firm Swartz and Stump L. C. appeared for the Unit Operator; and Sandra B. Riggs, Assistant Attorney General, was present to advise the Board.
3. **Jurisdiction and Notice:** Pursuant to Va. Code §§ 45.1-361.1 *et seq.*, and in particular Va. Code §§ 45.1-361.21 and 45.1-361.22, the Board finds that it has jurisdiction over the establishment and maintenance of an escrow account, with tract subaccounts, for each of the coalbed methane gas drilling units established by the Board through its field rules and subject to a pooling orders, and that the Unit Operator is required to deposit, as applicable, those funds specified in Va. Code § 45.1-361.21.D., 45.1-361.22.A.2, 45.1-361.22.A.3 and 45.1-361.22.A.4 into the applicable escrow tract subaccounts. Further, the Board finds that: (1) while it does not have jurisdiction to resolve conflicting claims to the ownership of the Coalbed Methane Gas produced by the Unit Operator from wells located on Subject Drilling Unit, and (2) while it does not have jurisdiction to interpret voluntary agreements by and between the Gas owners/claimants and/or the Unit Operators or to abridge or contravene the provisions of such agreements, (3) pursuant to Va. Code § 45.1-361.22.A.5, the Board does have jurisdiction and authority to disburse funds from the

Escrow Account provided the Board has been provided with (a) a final decision of a court of competent jurisdiction adjudicating the ownership of coalbed methane gas as between the conflicting claimants or (b) an agreement among all claimants owning conflicting estates in the tract in question or any undivided interest therein.

4.

Prior Proceedings:

- 4.1. On June 28, 1999, the Board executed an order pooling all interests in the Subject Drilling Unit for the production of occluded natural gas produced from coalbeds and rock strata associated therewith (herein "Gas") in accordance with the provisions of Va. Code §§ 45.1-361.21 and 45.1-361.22 (herein "Pooling Order"). The Pooling Order was filed with the Clerk of the Circuit Court of Buchanan County on July 2, 1999 in Deed Book 494 at Page 34. The Board designated Pocahontas Gas Partnership as the Unit Operator of the Subject Drilling Unit. The Pooling Order was amended and supplemented by the Board's Supplemental Order Regarding Elections executed on December 3, 1999 which was filed with the Clerk's office on December 13, 1999 in Deed Book 499 page 368 ("Supplemental Order") (herein the Pooling Order and the Supplemental Order are sometimes collectively referred to as the "Pooling Order").
- 4.2 To the extent claims to the Gas were in conflict, pursuant to Va. Code § 45.1-361-22, payments attributable to said conflicting claims/interests were ordered deposited by the Unit Operator into the escrow account established by the Pooling Order (herein "Escrow Account"). According to the Pooling Order, the following oil and gas interests within Subject Drilling Unit were subject to the escrow requirements of the Pooling Order: (a) 11.95-acre tract n/k/a VGOB Tract 4; and (b) a 19.26-acre tract n/k/a VGOB Tract 5. Further, according to the Board's records and the Accounting attached hereto, the Unit Operator has, in fact, escrowed funds attributable to Tracts 4 and 5.
- 4.3 The Unit Operator's Supplemental Affidavit Re CBM Unit N-46 dated March 5, 2001 ("Affidavit"), copy of which is attached to and made a part hereof, states: "That after the pooling hearing held in the captioned matter, Ronald Clyborne and Reserve Coal Properties entered into a royalty split agreement; that by the terms of said agreement escrow regarding the conflicting claims of Ronald A. Clyborne and Reserve Coal Properties is no longer required". Notwithstanding representations made in the Affidavit, at the final hearing of this matter, the Unit Operator amended the Affidavit by testifying that the parties to the Split Agreement are Clyborne Capital L.L.C. and Reserve Coal Properties, and that they are the parties entitled to disbursement of funds on deposit in the VGOB Tracts 4 and 5 subaccounts as reflected in the Revised Exhibit EE attached hereto. Exhibit E to the Affidavit further indicates that once the owners/claimants of coalbed methane gas in Tracts 4 and 5 entered into a Royalty Agreement resolving their conflicting claims, there were no further conflicting claims in Subject Drilling Unit subject to the escrow requirements of the Pooling Order.
- 4.4 By letter dated August 6, 2001, the Board gave notice that on its own motion it would take the Affidavit under consideration at its hearing on September 18, 2001 and consider whether to: (1) amend the Pooling Order to provide for the disbursement of all funds on deposit in the Tracts 4 and 5 Escrow Subaccounts and in accordance with the terms of the Royalty Agreement and based on the Unit Operator's representations as to entitlement; (2) delete the requirement that the Unit Operator place future royalties attributable to Tracts 4 and 5 in the Escrow Account; (3) direct the Escrow Agent to close the Escrow Account; and (4) authorize the Unit Operator to make direct payment of future royalties for Tracts 4 and 5. Further, the Board ordered the Unit Operator to file with the Board a complete accounting of funds it had placed on deposit in the Escrow Account.
- 4.5 The Unit Operator filed the attached accounting for Subject Drilling Unit's Escrow Account with the Board ("Accounting").

5. **Findings:**

5.1. Va. Code 45.1-361.22.5 provides:

The Board shall order payment of principal and accrued interests, less escrow account fees, from the escrow account to conflicting claimants within thirty days of receipt of notification of (i) a final decision of a court of competent jurisdiction adjudicating the ownership of coalbed methane gas as between them or (ii) an agreement among all claimants owning conflicting estates in the tract in question or any undivided interest therein. The amount to be paid to the conflicting claimants shall be determined based on the percentage of ownership interest of the conflicting claimants as shown in the operator's supplemental filing made part of the pooling order that established the escrow account, the operator's records of deposits attributable to those tracts for which funds are being requested, and the records of the escrow account for the coalbed methane gas drilling unit. The interests of any cotenants who have not entered into an agreement shall remain in the escrow account.

5.2 The Unit Operator has certified and represented to the Board that:

- (1) Reserve Coal Properties is the sole owner of the coal estate underlying VGOB Tracts 4 and 5 of the Subject Drilling Unit;
- (2) Clyborne Capital L.L.C., is the sole owner of the oil and gas estate underlying Tracts 4 and 5 of the Subject Drilling Unit;
- (3) that together Reserve and Clyborne claim to have and own, in the aggregate, the following Gas royalty interest in Subject Drilling Unit by virtue of their respective ownership interests in Tracts 4 and 5:

| VGOB Tract # | Acres in Unit | Percent of Unit | Escrowed Funds Attributable To Reserve's/Clyborne's Conflicting Interests in Tracts 4 and 5 as of 7/25/01 |
|--------------|---------------|-----------------|---|
| 4 | 11.95 | 14.93750% | \$1,358.40 |
| 5 | 19.26 | 24.07500% | \$2,191.69 |

- (4) that Reserve Coal Properties and Clyborne Capital L.L.C. have entered into an agreement whereby they have agreed to split on a 50/50 basis royalties attributable to their conflicting claims to coalbed methane gas, including but not limited to their conflicting claims to ownership of coalbed methane gas underlying VGOB Tracts 4 and 5 of Subject Drilling Unit and their conflicting claims to bonuses and/or royalties deposited by the Unit Operator in the Escrow Account which are attributable to said tracts.

6. **Relief Granted:**

A. For the reasons set forth in Paragraph 4 and 5 above, and based upon the Accounting, the Escrow Agent is ordered to disburse:

- (1) Tract 4 Subaccount: (1) fifty percent (50%) of the funds on deposit in the VGOB Tract 4 escrow subaccount as of the date of disbursement to Reserve Coal Properties, P. O. Box 947, Bluefield, VA 24605; and (2) fifty percent (50%) of the funds on deposit in the

VGOB Tract 4 escrow subaccount as of the date of disbursement to Clyborne Capital L.L.C., c/o Ronald A. Clyborne, 9325 Olympic View Drive, Edmonds, WA 98020.

- (2) Tract 5 Subaccount: (1) fifty percent (50%) of the funds on deposit in the VGOB Tract 5 escrow subaccount as of the date of disbursement to Reserve Coal Properties, P. O. Box 947, Bluefield, VA 24605; and (2) fifty percent (50%) of the funds on deposit in the VGOB Tract 5 escrow subaccount as of the date of disbursement to Clyborne L.L.C., c/o Ronald A. Clyborne, 9325 Olympic View Drive, Edmonds, WA 98020.

B. Once the disbursements referred to in Paragraph 6.A. have been made, the Escrow Agent is directed to close the escrow account for Subject Drilling Unit.

C. Further, the Pooling Order filed in this cause is hereby modified to delete the requirement that payments attributable to Tracts 4 and 5 be deposited by the Unit Operator into the Escrow Account, to amend the Affidavit by substituting the attached revised Exhibit EE, and to delete Exhibit E to the Supplemental Order in toto and replace it with the Exhibit E attached hereto. To the extent not specifically granted herein, any other or further relief is denied.

7. **Conclusion:**

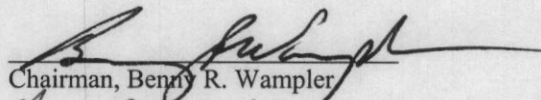
Therefore, the requested relief and all terms and provisions set forth above in Paragraph 6 above be and hereby are granted and IT IS SO ORDERED.

8. **Appeals:**

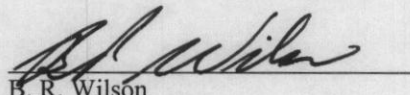
Appeals of this Order are governed by the provisions of Va. Code § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court and that whenever a coal owner, coal operator, gas owner, gas operator, or operator of a gas storage field certificated by the State Corporation Commission is a party in such action, the court shall hear such appeal de novo.

9. **Effective Date:** This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 31st day of October, 2001, by a majority of the Virginia Gas and Oil Board.

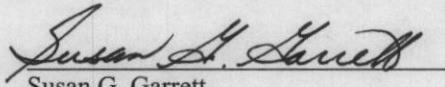

Chairman, Benny R. Wampler

DONE AND PERFORMED this 2nd day of November, 2001, by an Order of this Board.


B. R. Wilson
Principal Executive to the Staff
Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA)
 COUNTY OF WISE)

Acknowledged on this 31st day of October, 2001, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.

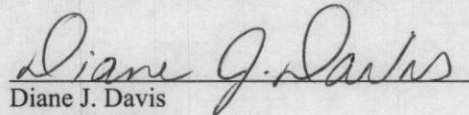


Susan G. Garrett
 Notary Public

My Commission expires: July 31, 2002

COMMONWEALTH OF VIRGINIA)
 COUNTY OF WASHINGTON)

Acknowledged on this 2nd day of November, 2001, personally before me a notary public in and for the Commonwealth of Virginia, appeared B. R. Wilson, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.



Diane J. Davis
 Notary Public

My commission expires: September 30, 2005

Unit N-46
 VGOB #98-1215-0701
 RSC #9100458

BOOK 533 PAGE 121

| Conoco Owner # | 74205000 | 70273800 | Check | | Net Income | Balance |
|----------------|----------|----------|----------|--|------------|------------|
| Conoco Tract # | 4 | 5 | Total | | | |
| VGOB Tract # | | | | | +/- | |
| Check Date | | | | | | |
| 2/25/00 | \$333.57 | \$539.62 | \$873.19 | | \$0.00 | \$873.19 |
| 3/24/00 | | \$33.96 | \$33.96 | | \$2.70 | \$875.89 |
| 4/25/00 | \$45.09 | \$38.71 | \$83.80 | | \$3.13 | \$912.98 |
| 5/25/00 | | \$37.23 | \$37.23 | | \$3.20 | \$999.98 |
| 6/23/00 | \$49.30 | \$42.22 | \$91.52 | | \$4.52 | \$1,041.71 |
| 7/25/00 | \$32.42 | \$52.23 | \$84.65 | | \$4.59 | \$1,137.84 |
| 8/25/00 | \$49.83 | \$80.32 | \$130.15 | | \$5.17 | \$1,227.66 |
| 9/25/00 | \$53.40 | \$86.07 | \$139.47 | | \$5.73 | \$1,363.54 |
| 10/25/00 | \$51.75 | \$83.40 | \$135.15 | | \$5.92 | \$1,508.93 |
| 11/25/00 | \$64.00 | \$103.14 | \$167.14 | | \$7.47 | \$1,651.55 |
| 12/25/00 | \$82.34 | \$132.68 | \$215.02 | | \$7.59 | \$1,826.28 |
| 1/25/01 | \$65.92 | \$106.24 | \$172.16 | | \$7.41 | \$2,048.71 |
| 2/25/01 | \$100.48 | \$161.96 | \$262.44 | | \$8.67 | \$2,229.54 |
| 3/25/01 | \$135.34 | \$218.16 | \$353.50 | | \$7.38 | \$2,499.36 |
| 4/25/01 | \$65.64 | \$105.76 | \$171.40 | | \$7.93 | \$2,860.79 |
| 5/25/01 | \$59.20 | \$95.40 | \$154.60 | | \$8.89 | \$3,041.08 |
| 6/25/01 | \$60.84 | \$98.06 | \$158.90 | | \$8.11 | \$3,203.79 |
| 7/25/01 | \$71.76 | \$115.64 | \$187.40 | | \$0.00 | \$3,362.69 |
| | | | | | \$0.00 | \$3,550.09 |

VIRGINIA:

SUPPLEMENTAL AFFIDAVIT RE CBM UNIT N-46
BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Pocahontas Gas Partnership for Forced Pooling of Interests in CBM Unit N-46
VGOB-98-1215-0701-01 in the Garden District of Buchanan County, Virginia

AFFIDAVIT OF POCAHONTAS GAS PARTNERSHIP (herein "Designated Operator")
REGARDING ESCROW AND SUPPLEMENTAL ORDER

Leslie K. Arrington, being first duly sworn on oath, deposes and says:

That your affiant is employed by Consol Energy Inc. as a Gas Engineer and is duly authorized to make this affidavit on behalf of POCAHONTAS GAS PARTNERSHIP, the Designated Operator;

That the Order entered on December 3, 1999, by the Virginia Gas and Oil Board (hereinafter "Board") regarding the captioned CBM Unit required the Applicant to tender to the Escrow Agents funds attributable to the rights, interests and claims of the persons identified in the annexed Exhibit E as subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia;

That after the pooling hearing held in the captioned matter, Ronald Clyborne and Reserve Coal Properties entered into a royalty split agreement; that by the terms of said agreement escrow regarding the conflicting claims of Ronald Clyborne and Reserve Coal Properties is no longer required;

That annexed hereto are revised Exhibits E and EE;

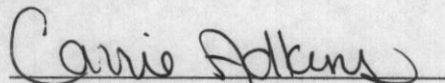
That the Designated Operator has heretofore filed its petition seeking the disbursement from escrow of all funds on deposit attributable to the conflicting claims of Ronald Clyborne and Reserve Coal Properties or the Designated Operator is preparing its petition seeking disbursement from escrow of all funds on deposit attributable to the conflicting claims of said respondents and will file same at its earliest opportunity; and

That the annexed supplemental order provides that the payment of funds subject to the annexed royalty split agreement shall be made to the said parties thereto rather than to the Escrow Agent.

Dated at Tazewell, Virginia, this 5th day of MARCH, 2001.


Leslie K. Arrington

Taken, subscribed and sworn to before me by Leslie K. Arrington as Gas Engineer of Consol Energy Inc., on behalf of the corporate Designated Operator, this 5th day of March, 2001


Notary

My commission expires: 12/31/04.

N 341.075.81
E 1.028.696.87

N 341.005.73
E 1.030.562.25

80 ACRE UNIT

1

3

2

5

6

4

CBM-PGP-N46

N 339.203.39
E 1.028.630.93

N 339.133.21
E 1.030.496.44

LEGEND

→ TRACT LAND HOOK

[2] TRACT LAND ID'S

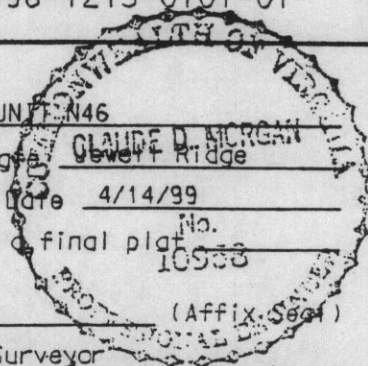
EXHIBIT A

OAKWOOD FIELD UNIT N-46
FORCE POOLING
VGOB-98-1215-0701-01

Company Pocahontas Gas Partnership Well Name and Number UNIT N46
Tract No. _____ Elevation _____ Quadrangle Clewett Ridge
County Buchanan District Garden Scale: 1" = 400' Date 4/14/99
This plat is a new plat X ; an updated plat _____ ; or a final plat _____

Form DGO-GO-7
Rev. 9/91

Claude D. Morgan
Licensed Professional Engineer or Licensed Land Surveyor



POCAHONTAS GAS PARTNERSHIP

UNIT N-46

Tract identifications

1. Mary McNeil, Heirs - Fee
Coal Lessee
None of Record
4.49 acres 5.6125%
2. David Horton Tr 5 - Coal, Oil & Gas
Coal Lessee
Reserve Coal Properties - Below drainage coal Lessee
Pocahontas Gas Partnership - Oil & Gas Lessee
Pocahontas Gas Partnership - CBM Lessee
Reserve Coal Properties - Surface
6.16 acres 7.7000%
3. David Horton Tr 4 - Coal, Oil & Gas
Coal Lessee
Reserve Coal Properties - Below drainage coal Lessee
Pocahontas Gas Partnership - Oil & Gas Lessee
Pocahontas Gas Partnership - CBM Lessee
Reserve Coal Properties - Surface
6.58 acres 8.2250%
4. Ron Clyborne Tr 1 - Coal Above Jawbone Seam, Oil & Gas
Reserve Coal Properties - Coal Jawbone Seam and Below
Coal Lessees
Jewell Ridge Coal Corp.- Jawbone Seam and above
Pocahontas Gas Partnership - Oil & Gas Lessee
Pocahontas Gas Partnership - CBM Leased
Reserve Coal Properties - Surface
11.95 acres 14.9375%
5. Ron Clyborne Tr 2 - Coal Above Jawbone Seam, Oil & Gas
Reserve Coal Properties - Coal Jawbone Seam and Below
Coal Lessees
Jewell Ridge Coal Corp.- Jawbone Seam and above
Pocahontas Gas Partnership - Oil & Gas Lessee
Pocahontas Gas Partnership - CBM Leased
Reserve Coal Properties - Surface
19.26 acres 24.0750%
6. James M. McGuire Trust - Fee
Coal Lessees
Reserve Coal Properties - Below drainage coal Lessee
Jewell Ridge Coal Corp.- Jawbone and Tiller Seams
31.56 acres 39.4500%

Docket # VGOB - 98-1215-0701-01
List of Conflicting Owners/Claimants that require escrow

| Acres in Unit | Percent of Unit |
|---------------|-----------------|
|---------------|-----------------|

**There are no further conflicts.*

List of Conflicting Owners/Claimants with Royalty Split Agreements

| | Acres in Unit | Percent of Unit |
|---|---------------|-----------------|
| <u>Tract #4, 11.95 acres</u> | | |
| <u>COAL FEE OWNERSHIP</u> | | |
| (1) Reserve Coal Properties (Coal, Jawbone & Below) P. O. Box 947 Bluefield, VA 24605 | 11.95 acres | 14.93750% |
| <u>OIL & GAS FEE OWNERSHIP</u> | | |
| (1) Clyborne Capital, L.L.C. 9325 Olympic View Drive Edmonds, WA 98020 | 11.95 acres | 14.93750% |
| <u>Tract #5, 19.26 acres</u> | | |
| <u>COAL FEE OWNERSHIP</u> | | |
| (1) Reserve Coal Properties (Coal, Jawbone & Below) P. O. Box 947 Bluefield, VA 24605 | 19.26 acres | 24.07500% |
| <u>OIL & GAS FEE OWNERSHIP</u> | | |
| (1) Clyborne Capital, L.L.C. 9325 Olympic View Drive Edmonds, WA 98020 | 19.26 acres | 24.07500% |

Order Recorded Under Code of
Virginia Section 45.1-361.26

VIRGINIA: In the Clerk's Office of the Circuit Court of Buchanan County. The foregoing instrument was this day presented in the office aforesaid and is, together with the certificate of acknowledgment annexed, admitted to record this 17th day of November, 2001 at 12:01 P. M.
Deed Book No. 533 and Page No. 116.
Returned this date to: James M. Bevens, Jr.
TESTE: James M. Bevens, Jr. Clerk
TESTE: Shirley S. Viller Deputy Clerk

(1147-039 200)

OFFICIAL RECEIPT
DICKENSON CIRCUIT COURT
DEED RECEIPT

DATE: 11/07/01 TIME: 13:27:57 ACCOUNT: 051CLR010002156
CASHIER: CDC REG: DK06 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT: 010002156 BOOK: 370 PAGE: 3
GRANTOR NAME: VIRGINIA GAS AND OIL AND BOARD EX: N LOCALITY: CO
GRANTEE NAME: EQUITABLE PRODUCTION COMPANY EX: N PERCENT: 100%
AND ADDRESS: PG DRAWER 900 BIG STONE GAP, VA 24219
RECEIVED OF: DIANE DAVIS
CHECK: \$23.00
DESCRIPTION 1: REPROJ OF THE BOARD FINDINGS AND ORDER
2: WELL # VC-504566
CONSIDERATION:
CODE DESCRIPTION: 301 DEEDS
PAID CODE DESCRIPTION: 21.50 143 VSLF
MAP: .00
PAGES: 13
NAME: 20
TENDERED: 23.00
AMOUNT PAID: 23.00
CHANGE AMT: .00
RECEIPT: 01000006556

CLERK OF COURT: JOE TATE

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

CORRECTION OF SCRIVENER'S
ERROR IN AMENDED SUPPLEMENTAL ORDER
REGARDING ELECTIONS (DB 533/P716),
OAKWOOD UNIT: N-46
(hereinafter "Subject Drilling Unit")

DOCKET NO. VGOB-98-1215-0701 and
98-1215-0701-01

REPORT OF BOARD

FINDINGS AND ORDER

1. The Board enters this order to correct a scrivener's error contained in the citation to its Docket Number in that certain "Amended Supplemental Order Amending Prior Orders Affecting Drilling Unit N-46 located in the Oakwood Coalbed Methane Gas Field I, Buchanan County, VA (herein "Subject Drilling Unit") to Provide: (1) for the Calculation of Those Funds Unit Operator Deposited into the Escrow Account for VGOB Tracts 4 and 5 of Subject Drilling Unit; (2) a Royalty Accounting; (3) Disbursement to Clyborne and Reserve in Accordance with their Royalty Agreement Those Funds Deposited by the Unit Operator Into Subject Drilling Unit's Escrow Account for VGOB Tracts 4 and 5; and (4) Authorization to Close the Escrow Account and for the Unit Operator to Make Direct Payment of Royalties for VGOB Tracts 4 and 5" (herein "Amended Supplemental Order"). The Amended Supplemental Order was entered by the Board on October 31, 2001 and filed with the Circuit Court of Buchanan County, VA on November 7, 2001 at Deed Book 533 at Page 716.

2. Findings: The Board finds that:

- (a) By order issued by the Board for subject Docket on June 28, 1999 and recorded at Deed Book 494, Page 44 in the Office of the Clerk of the Circuit Court, Buchanan County, Virginia on July 2, 1999 ("Pooling Order"), the Board pooled all the rights, interests and estates in and to the Coalbed Methane Gas in Subject Drilling Unit.
- (b) The Pooling Order named Pocahontas Gas Partnership as the operator of Subject Drilling Unit ("Unit Operator").
- (c) To complete the record regarding the elections made by Respondents in accordance with the terms of the Pooling Order, on December 3, 1999 the Board entered its Supplemental Order Regarding Docket Number VGOB 98-1215-0701-01 which was recorded on December 13, 1999 in Deed Book 499 at Page 368 (herein "Supplemental Order").
- (d) The Amended Supplemental Order amended the Supplemental Order.
- (e) It has come to the attention of the Board that the citation to the docket number in the Amended Supplemental Order contained a scrivener's error in that it cited "99-1117-0701-01" when it should have cited the same docket number cited in the Pooling Order and the Supplemental Order, i.e., "98-1215-0701-01".

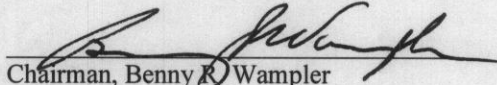
3. Order: By this Order, The Board corrects the scrivener's error in the Amended Supplemental Order by deleting the Virginia Gas and Oil Board Docket No. 99-1117-0701-01 reference on page 1 in toto and substituting in its place "VGOB Gas and Oil Board Docket No. 98-1215-0701-01".

4. Mailing of Order and Filing of Affidavit: The Unit Operator or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that true and correct copy of this Order has been sent to each person whose interest or claim is subject to escrow and whose address is known.

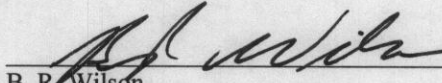
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

6. Effective Date: This Order shall be effective as of October 31, 2001, the date the Amended Supplemental Order was entered by the Board.

DONE AND EXECUTED this 20th day of December, 2001 by a majority of the Virginia Gas and Oil Board.

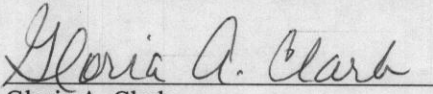

Chairman, Benny R. Wampler

DONE AND PERFORMED this 20th day of January, 2002 by Order of this Board.


B. R. Wilson
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

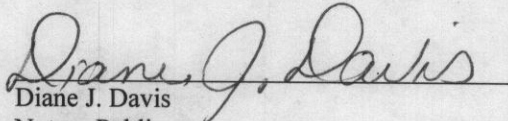
Acknowledged on this 20th day of December, 2001, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Gloria A. Clark
Notary Public

My commission expires: 12/31/2003.

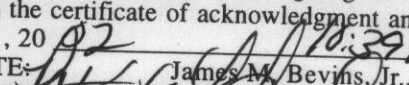
STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 20th day of January, 2002, personally appeared before me a notary public in and for the Commonwealth of Virginia, appeared B. R. Wilson, being duly sworn did depose and say that he is Principal Executive to the Staff Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires: 9/30/2005.

Order Recorded Under Code of
Virginia Section 45.1-361.26

VIRGINIA: In the Clerk's Office of the Circuit Court of Buchanan County. The foregoing instrument was this day presented in the office aforesaid and is, together with the certificate of acknowledgment annexed, admitted to record this 11th day of January, 2002.
Deed Book No. 537 and Page No. 592 TESTE:  James M. Bevens, Jr., Clerk
Returned this date to: James M. Bevens, Jr.

Unit N-46
 VGOB #98-1215-0701
 RSC #9100458

| Conoco Owner # | 74205000 | 70273800 | Check | | +/- | Balance | Bank | Net Change | Tract Bal. | Net Change | Tract Bal. |
|----------------|----------|----------|----------|--|--------|------------|------------|------------|------------|------------|------------|
| Conoco Tract # | 4 | 5 | Total | | | | Balance | 4 | 4 | 5 | 5 |
| VGOB Tract # | | | | | | | | | | | |
| Check Date | | | | | | | | | | | |
| 2/25/00 | \$333.57 | \$539.62 | \$873.19 | | \$0.00 | \$873.19 | \$875.89 | \$333.57 | \$333.57 | \$539.62 | \$539.62 |
| 3/24/00 | | | | | \$2.70 | \$875.89 | \$875.89 | \$1.03 | \$334.60 | \$1.67 | \$541.29 |
| 4/25/00 | \$45.09 | \$33.96 | \$33.96 | | \$3.13 | \$912.98 | \$912.98 | \$1.20 | \$335.80 | \$35.89 | \$577.18 |
| 5/25/00 | | \$38.71 | \$83.80 | | \$3.20 | \$999.98 | \$999.98 | \$46.27 | \$382.06 | \$40.73 | \$617.92 |
| 6/23/00 | \$49.30 | \$37.23 | \$37.23 | | \$4.52 | \$1,041.73 | \$1,041.73 | \$1.73 | \$383.79 | \$40.02 | \$657.94 |
| 7/25/00 | \$32.42 | \$42.22 | \$91.52 | | \$4.59 | \$1,137.84 | \$1,137.84 | \$50.99 | \$434.78 | \$45.12 | \$703.06 |
| 8/25/00 | \$49.83 | \$52.23 | \$84.65 | | \$5.17 | \$1,227.66 | \$1,227.66 | \$34.40 | \$469.18 | \$55.42 | \$758.48 |
| 9/25/00 | \$53.40 | \$80.32 | \$130.15 | | \$5.73 | \$1,363.54 | \$1,363.54 | \$52.02 | \$521.20 | \$83.86 | \$842.34 |
| 10/25/00 | \$51.75 | \$86.07 | \$139.47 | | \$5.92 | \$1,508.93 | \$1,508.93 | \$55.66 | \$576.86 | \$89.73 | \$932.07 |
| 11/25/00 | \$64.00 | \$83.40 | \$135.15 | | \$7.47 | \$1,651.55 | \$1,651.55 | \$54.61 | \$631.47 | \$88.01 | \$1,020.08 |
| 12/25/00 | \$82.34 | \$103.14 | \$167.14 | | \$7.59 | \$1,826.28 | \$1,826.28 | \$66.90 | \$698.37 | \$107.83 | \$1,127.91 |
| 1/25/01 | \$65.92 | \$132.68 | \$215.02 | | \$7.41 | \$2,048.71 | \$2,048.71 | \$85.17 | \$783.54 | \$137.26 | \$1,265.17 |
| 2/25/01 | \$100.48 | \$106.24 | \$262.44 | | \$7.38 | \$2,229.54 | \$2,229.54 | \$69.24 | \$852.78 | \$111.59 | \$1,376.76 |
| 3/25/01 | \$135.34 | \$161.96 | \$353.50 | | \$7.93 | \$2,499.36 | \$2,499.36 | \$103.30 | \$956.08 | \$166.52 | \$1,543.28 |
| 4/25/01 | \$65.64 | \$218.16 | \$171.40 | | \$8.89 | \$2,860.79 | \$2,860.79 | \$138.37 | \$1,094.45 | \$223.06 | \$1,766.34 |
| 5/25/01 | \$59.20 | \$105.76 | \$154.60 | | \$8.11 | \$3,041.08 | \$3,041.08 | \$69.04 | \$1,163.49 | \$111.25 | \$1,877.59 |
| 6/25/01 | \$60.84 | \$98.06 | \$158.90 | | \$0.00 | \$3,203.79 | \$3,203.79 | \$60.84 | \$1,225.80 | \$100.41 | \$1,977.99 |
| 7/25/01 | \$71.76 | \$115.64 | \$187.40 | | \$0.00 | \$3,550.09 | | \$71.76 | \$1,358.40 | \$115.64 | \$2,191.69 |

RCP / Clybome \$679.20 RCP / Clybome \$1,095.85